21-40592

SEC 1972 Potential persons who are to respond to the collection of inform (6/99) this form are not required to respond unless the form displays OMB control number.

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION



OMB APPROVAL

OMB Number: 3235-0076

02020728

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business THOMSON Type of Business Organization [] Isimited partnership, already formed [X] other (please specify):	Was	hington, D.C. 20549		Expires: May 31,	2002
NOTICE OF SALE OF SECURITIES FEB SECUSE ONLY PURSUANT TO REGULATION DESCRIPTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED Name of Offering (check if this is an amendment and name has changed, and indicate change.) PROPRIETARY TRADER'S TINCOME FUND - 1 , L/C Filing Under (Check Box(es) that [] Rule 504 [] Rule 505 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPRIETARY TRADER'S TINCOME FUND - 1 , L/C Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization I limited partnership already formed A BASIC IDENTIFICATION DATA Thomson Type of Fund Trade Fund The Address of Principal Business Organization THOMSON Type of Business Organization Thimited partnership already formed A BASIC IDENTIFICATION DATA A BASIC IDENTIFICATION DATA Type of Fund The Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Thomson Type of Business Organization Thomson Type of Business Organization Type of Business Organization Type of Business Organization Type of Business Organization Type of Filing Under (Check if this is an amendment and name has changed, and indiciate change.) PROCESSED			CENTED CO	Estimated average	
PURSUANT TO REGULATION R SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) Proprietary Trader's Tycome Fund - 1, LLC Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) Proprietary Trader's Tycome Fund - 1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] Ilimited partnership already formed [] Other (please specify):		FORM D	RECEIVED Y	hours per response	e 1
PURSUANT TO REGULATION R SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) Proprietary Trader's Tycome Fund - 1, LLC Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) Proprietary Trader's Tycome Fund - 1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] Ilimited partnership already formed [] Other (please specify):		Li .	/ 200°	2 7 2	
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Proprietary Trader's Tycome Fund - 1, LLC Filing Under (Check box(es) that apply): Rule 504	NOTICE O	F SALE OF SECURA	Lat H'20 mm	SEC USE OF	VLY
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Roprietary Trader's Tucome Fund - 1, LLC Filing Under (Check box(es) that apply): Rule 504	PURSUAN	NT TO REGULATION		Prefix	Serial
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Roprietary Trader's Trade	SEC.	ΓΙΟΝ 4(6), AND/OR	\$\$\ @\$\ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	<i>y</i>	
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PRAPIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business THOMSON Type of Business Organization [1 limited partnership already formed (Includes specify):	UNIFORM LIMI	TED OFFERING EX	EMPTION //	DATE RECE	IVED
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PRAPIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business THOMSON Type of Business Organization [1 limited partnership already formed (Includes specify):					
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PRAPIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business THOMSON Type of Business Organization [1 limited partnership already formed (Includes specify):					
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PRAPIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business THOMSON Type of Business Organization [1 limited partnership already formed (Includes specify):	Name of Offering (check if this is	an amendment and name	has changed, and ir	ndicate change)	
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPIETARY TRADER'S TUCOME FULL — 1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (If different from Executive Offices) PROCESSED THOMSON Type of Business Organization [] I limited partnership, already formed (Includes specify):					
Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPRIETARY TRADER'S TROME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) I OS LONCORD DRIVE, Surfe IOI CASSELBERY, FL 32707 834-04 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] I limited partnership, already formed [] I corporation [] I limited partnership, already formed				•	
Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization T I limited partnership, already formed MI other (please specify):		[] Rule 504 [] Rule	505 [X Rule 506	[] Section 4(6) [] (JLOE
A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPRIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business THOMSON Type of Business Organization Timited partnership, already formed Additional Code (Including Area Code) Thomson Timited partnership, already formed Additional Code (Including Area Code) Thomson Type of Business Organization Timited partnership, already formed Additional Code (Including Area Code) Thomson Type of Business Organization	-FF-37:		-		
A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPRIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (If different from Executive Offices) PROCESSED Brief Description of Business THOMSON Type of Business Organization Timited partnership, already formed Additional Code (Including Area Code) Thomson Timited partnership, already formed Additional Code (Including Area Code) Thomson Type of Business Organization Timited partnership, already formed Additional Code (Including Area Code) Thomson Type of Business Organization	Type of Filing: [X] New Filing [] Amendment			
Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) PROPLETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 105 LONCORD DRIVE, Suife 101 CASSETBERRY, FL 32707 834-6 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) PROCESSED THOMSON Type of Business Organization [] I limited partnership, already formed (Please specify):			ATION DATA		
PRORIETARY TRADER'S TUCOME FUND -1, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 105 CONCORD DRIVE, Suite 101 CASSELBERRY, FL 32707 834-0 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) PROCESSED THOMSON Type of Business Organization [] Limited partnership, already formed [] Limited partnership a	1. Enter the information requested	d about the issuer			
(Including Area Code) 105 CONCORD DRIVE, Suife 101 CASSELBERG, FL 3J.707 834-6 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] I limited partnership, already formed	Name of Issuer (check if this is a	n amendment and name t	as changed, and ind	iciate change.)	
(Including Area Code) 105 CONCORD DRIVE, Suife 101 CASSELBERG, FL 3J.707 834-6 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] I limited partnership, already formed	PRODIFTARY T	RADER'S THE	OME FUND	-1. LLC	
(Including Area Code) 105 CONCORD DRIVE, Suife 101 CASSELBERG, FL 3J.707 834-6 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] I limited partnership, already formed	Address of Executive Offices	(Number and Street, City	y, State, Zip Code)	Telephone Nu	mber
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code) (if different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] I corporation [] I limited partnership, already formed [] Other (please specify):	(Including Area Code)	_			407-
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code) (if different from Executive Offices) PROCESSED Brief Description of Business MAR 1 9 2002 THOMSON Type of Business Organization [] I corporation [] I limited partnership, already formed [] Other (please specify):	105 CONCORD DA	LIVE, Suite 101	CASSELBER	ey, FL 32707	834-9
Brief Description of Business TNCOME FUND Type of Business Organization [] corporation [] limited partnership, already formed [] other (please specify):	Address of Principal Business Op	perations (Number and S	treet, City, State, Zip	Code) Telephone N	
Brief Description of Business TNCOME FUND THOMSON Type of Business Organization [] corporation [] limited partnership already formed [] other (please specify):	(Including Area Code)				
THOMSON Type of Business Organization [] corporation [] limited partnership already formed [] other (please specify):	(if different from Executive Office	s) PROI	PESSED		
THOMSON Type of Business Organization [] corporation [] limited partnership already formed [] other (please specify):	Brief Description of Business	AAA D	1 9 2002		
Type of Business Organization FINANCIAL [] corporation [] limited partnership already formed [] other (please specify):		ЛАМ	p post		
[] corporation [] limited partnership, already formed [] other (please specify):					
[] corporation [] limited partnership, already formed [X] other (please specify):	Type of Business Organization	FIN	ANCIAL		
1 I business trust 1 I limited partnership, to be formed 1:	[] corporation	[] limited partnership,	already formed	(x) other (please spe	cify):
	[] business trust	• • •	to be formed	Cinilad / hair	1:-1/
	ttp://www.sec.gov/divisions/co	orpfin/forms/formd.htm			1/25/02

Month	Year
IVIOLITI	rear

Actual or Estimated Date of Incorporation or Organization: [1]0] [0]1] MACtual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [6][4]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter [] Beneficial Owner	X Executive Officer	
Full Name (Last name	e first, if individual)		
BRACE,	RICHARD D.		

Full Name (Last name first, if individual) EUIS	105 Concop Check Box(es) that Apply:	Promoter [Beneficial Owner	M Executive Officer	M Director M	General and/or Managing Partner
Check Box(es) that M Promoter [] Beneficial Owner Officer [] Director M General and/or Managing Partner [] Director [] General And/or Managing Partner []	Full Name (Last name	first, if individual)			
Check Box(es) that M Promoter [] Beneficial Owner Officer [] Director M General and/or Managing Partner [] Director [] General And/or Managing Partner []	Business or Residenc	e Address (Numb	er and Street,	City, State, Zip Code)		
Check Box(es) that M Promoter [] Beneficial Officer Officer M General and/or Managing Partner Full Name (Last name first, if individual) TURNER, RONALD E Business or Residence Address (Number and Street, City, State, Zip Code) 105 CONCORD DRIVE, Suite 101, CASSEUBERRY, FL 33707 Check Box(es) that M Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) CLARKE, DR. Coleman D. S. Business or Residence Address (Number and Street, City, State, Zip Code) 105 CONCORD DRIVE, Suite 101, CASSEUBERRY, FL 3370 Check Box(es) that M Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) Promoter M Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) Promoter M Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) Promoter M Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) Promoter M Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) Promoter M Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 105 Concord Drive, Suite 101, CASSEUBERY, FL 327 Check Box(es) that 11 Promoter M Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 105 Concord Drive M Beneficial Owner Officer Managing Partner	105 CONCOR	ED DRIVE.	Suite 10	OL CASSHRI	ERRY FL	32701
Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 33707 Check Box(es) that M Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 3370 Check Box(es) that M Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 3370 Check Box(es) that M Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 3370 Check Box(es) that M Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 3370 Check Box(es) that M Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 3370 Check Box(es) that Managing Partner Full Name (Last name first, if individual) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 3370 Check Box(es) that [] Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) //OS CONCORD DRIVE, Suite 101, CASSEURERY, FL 3370 Check Box(es) that [] Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE (State, Zip Code) //OS CONCORD DRI	Check Box(es) that	[X Promoter [] Beneficial	[] Executive	[] Director [X	General and/or Managing
Check Box(es) that M Promoter [] Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) CLARKE, DR. COLEMAN D. Check Box(es) that M Promoter [] Beneficial Owner Officer Director M General and/or Managing Partner Full Name (Last name first, if individual) FILDING A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) /OS CONCORD DRIVE, Surfe (OI, CASSELBERY, FL 3270) Check Box(es) that M Promoter [] Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) FIFLDING A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) /OS CONCORD DRIVE, Surfe (OI, CASSELBERY, FL 3270) Check Box(es) that M Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) DT GUNDALD DRIVE, Surfe (OI), CASSELBERY, FL 3270 Check Box(es) that [] Promoter M Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) Owner Officer [] Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Owner Officer Partner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that M Promoter [] Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) CLARKE, DR. COLEMAN D. C. Business or Residence Address (Number and Street, City, State, Zip Code) //O.5 CONCORD DRIVE, Surfe VOI, CASSECTERRY, FL 3270 Check Box(es) that M Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) FIFLDING, A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) //O.5 CONCORD DRIVE, Surfe VOI, CASSECTERRY, FL 3270 Check Box(es) that M Promoter M Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) PT CONCORD DRIVE, Surfe VOI, CASSECTERRY, FL 3270 Check Box(es) that M Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) PT LIND MANABEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) //O.5 CONCORD DRIVE, Surfe VOI, CASSECTERRY, FL 3270 Check Box(es) that [] Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Owner Officer M Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	TURNER. 1	RONALD I	E			
Check Box(es) that M Promoter [] Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) CLARKE, DR. COLEMAN D. Check Box(es) that M Promoter [] Beneficial Owner Officer Director M General and/or Managing Partner Full Name (Last name first, if individual) Check Box(es) that M Promoter [] Beneficial Owner Officer Director M General and/or Managing Partner Full Name (Last name first, if individual) FIFLDING A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) 105 CONCORD DRIVE, Surte (OI, CASSELBERY, FL 327) Check Box(es) that M Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) PT CONCORD DRIVE, Surte (OI, CASSELBERY, FL 327) Check Box(es) that M Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) DT CONCORD DRIVE Surte (OI, CASSELBERY, FL 327) Check Box(es) that [] Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) DT CONCORD DRIVE Surte (OI, CASSELBERY, FL 327) Check Box(es) that [] Promoter [] Beneficial Owner Officer [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Partner Security Director M General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	Business or Residence	e Address (Numb	per and Street,	City, State, Zip Code)	
Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) CLARKE DR. COLEMAN D. AR. Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE Surfe VOI CASSELBERY, FL 3270 Check Box(es) that M Promoter [] Beneficial Director General and/or Managing Partner Full Name (Last name first, if individual) FILDING A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE Surfe VOI CASSELBERRY FL 3270 Check Box(es) that M Promoter Beneficial Executive M Director General and/or Managing Partner Full Name (Last name first, if individual) PT FUND MANABEMENT LLC Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE Surfe /OI CASSELBERRY FL 3270 Check Box(es) that Promoter Beneficial Executive Director General and/or Managing Partner Full Name (Last name first, if individual) Owner Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	105 CONCA	RD DRIVE	, Suite,	101, CASSEC	BERRY FI	1 32707
Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE Suite VOI CASSELBERY, FL 3276 Check Box(es) that M Promoter Beneficial Owner Officer Director General and/or Managing Partner Full Name (Last name first, if individual) FIELDING A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE Suite IOI CASSELBERRY FL 3276 Check Box(es) that M Promoter Beneficial Owner Officer M Director General and/or Managing Partner Full Name (Last name first, if individual) PT FUND AJABEMENT LLC Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE Suite IOI CASSELBERRY FL 3276 Check Box(es) that Promoter Beneficial Executive Director General and/or Managing Partner Check Box(es) that Promoter Beneficial Executive Director General and/or Managing Partner Check Box(es) that Promoter Beneficial Executive Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	Check Box(es) that Apply:	X Promoter [] Beneficial Owner	X Executive Officer	[X Director [X	Managing
Check Box(es) that M Promoter [] Beneficial Owner Officer Officer Managing Partner Full Name (Last name first, if individual) FIELDING, A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that M Promoter M Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) PT LUND MANABEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [] Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) PT LUND MANABEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [] Promoter [] Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	Full Name (Last name	e first, if individual)	- 14 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
Check Box(es) that M Promoter [] Beneficial Owner Officer Officer Managing Partner Full Name (Last name first, if individual) FIELDING A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that M Promoter M Beneficial Owner Officer M Director M General and/or Managing Partner Full Name (Last name first, if individual) PT LUND MANABEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [] Promoter M Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) Check Box(es) that [] Promoter [] Beneficial Owner Officer M General and/or Managing Partner Check Box(es) that [] Promoter [] Beneficial Owner Officer M General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	CLARKE,	DR. COL	EMAN I), Jr		
Check Box(es) that Apply: Managing Partner Beneficial Owner Code	Business or Residence	e Address (Numb	per and Street,	City, State, Zip Code) 	C. Cando
Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) FIFLDING, A. DONALD Business or Residence Address (Number and Street, City, State, Zip Code) //OS CORD DRIVE, Swite (OI, CASSELBERN, FL 327) Check Box(es) that [X] Promoter [X] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) PT Fund MANABEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) //OS CONCORD DRIVE, Swite /OI, CASSELBERY, FL 327 Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Business or Residence Address (Number and Street, City, State, Zip Code)					SELBERRY	, HL 32101
Business or Residence Address (Number and Street, City, State, Zip Code) 105 CONCORD DRIVE, Swite 101, CASSELBERRY FL 327 Check Box(es) that [X] Promoter [M] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) PT FUND MANAGEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 105 CONCORD DRIVE, Swite 101, CASSELBERY, FL 327 Check Box(es) that [] Promoter [] Beneficial Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Business or Residence Address (Number and Street, City, State, Zip Code)		[X] Promoter [_		[] Director 💢	Managing
Check Box(es) that [X] Promoter [X] Beneficial Owner Officer [X] Director [X] General and/or Managing Partner Full Name (Last name first, if individual) PT Fund MANABEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that [] Promoter [] Beneficial [] Executive Officer [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that [X] Promoter [X] Beneficial Owner Officer Officer Managing Partner Full Name (Last name first, if individual) PT FUND MANABEMENT, LLC Business or Residence Address (Number and Street, City, State, Zip Code) /OS CONCORD DRIVE, Suite 101, CASSELBERRY, FL 327 Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	Business or Residence 105 CoNG	ce Address (Numb PORD DRI	per and Street,	City, State, Zip Code) SELBERRI	1 FL 3270
Business or Residence Address (Number and Street, City, State, Zip Code) // Concord Drive, Suite 101, Casselberg, Ft 327 Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	Check Box(es) that	[X] Promoter ()	(Beneficial	💢 Executive	Director 🗴	General and/or Managing
Business or Residence Address (Number and Street, City, State, Zip Code) // Loncon Drive, Suite 101, Casser Reput, Ft 327 Check Box(es) that [] Promoter [] Beneficial [] Executive Officer [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	Full Name (Last name	Λ	_	110		
Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	Business or Residence	ce Address (Num	ber and Street.	City, State, Zip Code)	
Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] General and/or Apply: Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)						W. F1 3270
Business or Residence Address (Number and Street, City, State, Zip Code)	Check Box(es) that] Beneficial	[] Executive] General and/or Managing
	Full Name (Last nam	e first, if individua	1)			
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	Business or Residence	ce Address (Num	ber and Street	, City, State, Zip Code	:)	
	(Use bla	nk sheet, or cop	y and use add	ditional copies of thi	s sheet, as nec	essary.)

	the issu g?	er sold,	or does	the issu	ier intend	d to sell,	to non-a	ccredited	d investor	s in this	Ye: [X	
								-	der ULOE		-	
2. Wha	at is the	minimur	n invest	ment tha	at will be	accepte	d from a	ny individ	lual?			100,000
			-		•	•					Ye:	
directly connect persor the nat persor only.	y or indir ction with or ager me of th	ectly, ar n sales on nt of a broker th a brok	ny commof securion of securion or deal securion of the securior of the securion of the securion of the securion of the securior of the securion of the securion of the securion of the securior of the securio	nission o ities in the dealer r er. If mo ealer, yo	or similar ne offerir egistere ore than u may se	remune ng. If a po d with the five (5) p	ration for erson to e SEC ar ersons t	solicitati be listed nd/or with be liste	be paid of ion of pur is an ass n a state d are ass that brok	rchasers sociated or states sociated	, list	
r uii iva	iiie (Las	it Harrie	11131, 11 11	Idividua	''							
	ss or Re				per and s	Street, C	ity, State	e, Zip Coo	de)			
1 dille	01 /13500	Jaicu Di	IOREI OI	Dealei								
States	in Whic	n Perso	n Listed	Has So	licited or	Intends	to Solicit	Purchas	sers			
(Che	ck "All	States	or ch	eck ind	lividual	States)			[] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[[\tag{T}]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ame (Las	st name	first, if it	ndividua	i)							
Busine	ess or Re	esidence	e Addres	s (Num	ber and	Street, C	City, State	e, Zip Co	de)			
Name	of Asso	ciated B	roker or	Dealer		-1,					····	
States	in Whic	h Perso	n Listed	Has So	licited or	Intends	to Solici	t Purchas	sers			
(Che	ck "All	States	or ch	eck ind	dividual	States	s)			[] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ame (La	st name	first, if i	ndividua	al)							
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)			
Name	of Asso	ciated E	Broker or	Dealer				,		<u>.</u>		
							to Solic	t Purcha	sers	[] All S	States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	(FL)	[GA]	[HI]	[ID]
(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	{MI}	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
 [RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
										t, as nece		.
	C. O	FFERIN	G PRIC	E, NUM	BER OF	INVEST	ORS, E	XPENSE:	S AND U	ISE OF PI	ROCEE	DS
1. Ent								s offering				
and the	ne total a	mount a on is an elow the	already s exchan e amoun	old. Ent ge offer	er "0" if a ing, chec	answer is ok this bo	s "none" ox " and i	or "zero." ndicate ir	1			
									Ag	gregate	Amo	unt Already
	Type of S Debt	•							Offe \$	ring Price	\$	Sold
	Equity								· -	900,00		0
	. ,	[[]P							
(Convertil	ole Secu	ırities (ir	cluding	warrants	s)		••••	\$		\$	
	Partners	•							\$	·	. \$	
(Other (S								\$ 77.7	200 00	_ \$	
					 lumn 3, i				\$ <i>7,9</i>	00,000	2 \$	<u> </u>
purch their perso	nased se purchase ons who eir purcha	curities es. For c have pu	in this of offerings irchased	ffering a under f securiti	nd the a Rule 504 es and t	ggregate , indicate he aggre	dollar a the nungate dol	ar amour	f		Aggr	egate
									Numb			r Amount
	Accredit	ad Invas	etore						Inves	O	•	irchases
	Non-acc									0	_\$	0
					4 only)					0	\$	0
	Ansv	ver also	in Appe	ndix, Co	olumn 4,	if filing u	nder UL	DE.				
inform offeri sale		equeste ne types ities in tl	d for all	securitiesed, the to	es sold by welve (12	y the issi 2) month	uer, to da s prior to		t			
									_		Dolla	ar Amount
	Type of	offering							Туре	of Securit	y Sold	
	Rule 50	5									\$	
	Regulat	ion A									\$	
	Rule 50	4	• • • • • • • • • • • • • • • • • • • •	• • • • • • • • • • • • • • • • • • • •							\$	

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$
Printing and Engraving Costs	[]\$ 1,000
Legal Fees	[X]\$ 10,000
Accounting Fees	[X]\$ 10,000
Engineering Fees	
Sales Commissions (specify finders' fees separately)	[]\$
Other Expenses (identify)	X\$ 10,000
Total	

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

s 8,879,000

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers,	Payments	
	Directors, &		
	Affiliates	Others	
Salaries and fees	[] \$	\$	
Purchase of real estate	[] \$	[] \$	
Purchase, rental or leasing and installation of machinery and equipment	[] \$	[] \$	
Construction or leasing of plant buildings and facilities	[] \$	[] \$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	[]	
Repayment of indebtedness	[] \$	[] _\$	
Working capital	[] \$	\$ 8,879	,000
Other (specify):	[] \$	[] _\$	
	\$	\$	
Column Totals	[] \$	[] _\$	
Total Payments Listed (column totals added)	[]\$	8,879,0	00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer

to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) PROPRIETARY TRADER'S INCOME FUND-1, LLC	Signature Distance	Date 1/22/02
Name of Signer (Print or Type) RICHARD D. BRACE	Title of Signer (Print or Type) CEO OF PT FUND, My MANAGING MEMBER OF	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes No of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
	(cereia)
PROPRIETARY TRADER'S TWOOME FUND	-1.Us Brace 1/22/02
Name of Signer (Print or Type)	Title (Print or Type)
	CEO OF DT FUND MANT, LC
RICHARD D. BRACE	Title (Print or Type) CEO OF PT FUND MGMT, LC MANAGING MEMBER OF DI THEOME
7. A.G.CE	Fund-1, UC
	/ 44 . / -

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed http://www.sec.gov/divisions/corpfin/forms/formd.htm 1/25/02

must be photocopies of the manually signed copy or bear typed or printed signatures.

Intend to sell to non-accredited investors in State (Part B-Item 1) State Yes No No Number of Accredited Investors Amount Investors Amount Investors Amount Investors Amount Investors Amount Investors Amount Investors DE DC The Total Type of investor and aggregate offered in state (Part C-Item 1) Type of investor and amount purchased in State (Part C-Item 2) Number of Accredited Investors Amount Investors Amount Investors Amount Investors Amount Investors DE Total Type of investor and amount amount amount of Non-Accredited Investors Amount Investors Amount Investors DE Total Type of investor and amount purchased in State (Part C-Item 2) Number of Non-Accredited Investors Amount Investors Amount Investors DE Total Type of investor and amount amount purchased in State (Part C-Item 2) Number of Non-Accredited Investors Amount Investors Amount Investors DE Total Type of Investor and amount purchased in State (Part C-Item 2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) Yes No
State Yes No Number of Accredited Investors Amount Number of Non-Accredited Investors Amount AL AK AZ AR CA CO CT DE DC FL X LLC-9,900,000 GA	
AL	Yes No
AK	
AZ	
AR	
CA	
CO	
CT DE DE DE DC # FL X LLC-"9,900,000 GA OR A	
DE	
FL X LLC-9,900,000	
GA	
GA	X
ID	
IN	
IA	
KS	
KY	
LA	
ME	
MD	
MA	
MI	·
MN	j
MS	ļ
MO	
MT NE	
NV	
NH H	
NJ	
NY NY	
NC NC	, I

ND					
ОН					
ОК	 			*	
OR					
PA					
RI					
SC					
SD					
TN					
TX					
UT		*			
VT					
VA					<u> </u>
WA					
WV					
WI					
WY					
PR					

http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999